



LAKHOTIA POLYESTERS (INDIA) LTD

Address: 158 – 159 Shree Samarth sahakari Audyogik Vasahat Ltd
Pimpalgaon Baswant Tal Niphad, Dist Nashik Maharashtra – 422209.

CIN NO: L17120MH2005PLC155146 Tel: 02554 – 232000

Email: info@lgroup.co.in

September 01, 2023

The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400001

Scrip No: 535387

Subject: Notice of the 18th Annual General Meeting of the Company

With reference to the captioned subject, this is to inform you that the 18th Annual General Meeting of the Company for the FY 2022-23 is scheduled to be held on Monday, September 25, 2023 at 2.30 p.m. through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility.

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith Notice of the 18th Annual General Meeting of the Company.

Please take the same on your records and suitably disseminate to all concerned.

Thanking You,

Yours faithfully,
For Lakhotia Polyesters (India) Ltd.

MADHUSUDAN
SHAMSUNDAR
LAKHOTIYA

Digitally signed by
MADHUSUDAN
SHAMSUNDAR LAKHOTIYA
Date: 2023.09.01 13:52:12
+05'30'

Madhusudan Lakhotiya
Managing Director
DIN No.: 00104576
Email Id: info@lakhotiapoly.in

Encl.: As Above

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th (Eighteenth) Annual General Meeting of the Members of **Lakhotia Polyesters (India) Limited** will be held on Monday, September 25, 2023 at 2.30 p.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business:

1. Adoption of the Audited Financial Statements of the Company

To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2023 including Audited Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Board of Directors and Statutory Auditors thereon.

2. Re-appointment of Director

To appoint Mrs. Jayshri Lakhotiya (DIN: 05357609), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible offers herself for re-appointment as Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

3. Re-appointment of Managing Director

To consider and if thought fit, to pass the following resolutions as a Special Resolution;

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors at their Meetings held on August 09, 2023, consent of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Madhusudhan Lakhotiya (DIN: 00104576), as Managing Director of the Company for a period of three years with effect from April 01, 2024 to March 31, 2027 on the terms and conditions of appointment and remuneration as stated in the explanatory statement and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company [hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution)] be and is hereby authorised to vary and/or revise the abovementioned remuneration within the approved limits as it may deem fit and in such manner as may be agreed to between him and the Board and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the foregoing resolution.”

4. Increase in the remuneration of Mrs. Jayshri Lakhotiya (DIN: 05357609), Executive Director of the Company.

To consider and if thought fit, to pass the following resolutions as a Special Resolution;

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members of the Company be and is hereby accorded for increase in the remuneration of Mrs. Jayshri Lakhotiya (DIN: 05357609), Executive Director of the Company from Rs.40,000/- per month to Rs. 50,000/- per annum with effect from August 09,2023.

RESOLVED FURTHER THAT in case of loss/inadequacy of profits in any financial year during her remaining tenure, the remuneration of Rs. 50,000/-per month shall be paid to her as the minimum remuneration in terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company [hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution)] be and is hereby authorised to vary and/or revise the abovementioned remuneration within the approved limits as it may deem fit and in such manner as may be agreed to between her and the Board and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the foregoing resolution.

**By Order of the Board of Directors
For Lakhotia Polyesters (India) Limited**

**Madhusudan Lakhotiya
(Managing Director)**

DIN: 00104576

Email id: info@lakhotiapoly.in

Place: Nashik

Dated: August 09, 2023

Registered Office:

158/159 Samartha Sahkari Audyogik

Vasahat Ltd, Pimpal – Gaon (Baswant)

Tal Niphad Dist. Nashik – 422209

NOTES – FORMING PART OF THE NOTICE

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”), in respect of the businesses mentioned under item numbers 3 & 4 of the Notice dated August 09, 2023 is appended hereto.
Details of the Directors seeking appointment/re-appointment in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings, as applicable are annexed to this Notice.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 3/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time (“MCA Circulars”), physical attendance of the Members to the AGM venue is not required and General Meeting can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM).
In compliance with the Companies Act, 2013, the SEBI Listing Regulations and the MCA Circulars, the 18th Annual General Meeting of the Company (AGM) is being held through VC/OAVM and Members can attend and participate in the ensuing AGM through VC/OAVM.
The detailed procedure for participating in the AGM through VC/OAVM is provided here-in-below and is also available at the Company’s website i.e., www.lakhotiapoly.in
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM and accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
7. The SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialize shares that are held by them in physical form. Members can contact the Company or Company’s Registrar and Transfer Agents, Link Intime India Private Limited (LINK INTIME) at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 or rnt.helpdesk@linkintime.co.in for assistance in this regard.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 19, 2023 to Monday, September 25, 2023 (both days inclusive) for the purpose of the AGM of the Company.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189

of the Act, will be available for inspection in the electronic form (scanned copy) by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e., Monday, September 25, 2023. Members seeking to inspect such documents can send an email to info@lakhotiapolym.in.

10. In compliance with the provisions of Section 129(3) of the Act, the Audited Financial Statements of the Company as defined in the Act for consideration and adoption by the Members of the Company.

11. The Members are requested to:

- a) Intimate change in their registered address, if any, to LINK INTIME at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 or rnt.helpdesk@linkintime.co.in in respect of their holdings in physical form.
- b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
- c) Non-Resident Indian Members are requested to inform Link Intime India Private Limited immediately of the change in residential status on return to India for permanent settlement.

Please note that in accordance with the provisions of Section 72 of the Act, Members are entitled to make nominations in respect of the Equity Shares held by them. Members desirous of making nominations may procure the prescribed form SH-13 from Link Intime India Private Limited and have it duly filled, signed and sent back to them, in respect of shares held in physical form. Members holding shares in dematerialised mode should file their nomination with their Depository Participant (DP).

12. Green Initiative

The MCA and the SEBI have encouraged paperless communication as a contribution to greener environment.

In compliance with the aforesaid MCA Circulars and the SEBI Circular dated January 05, 2023, the copy of the Annual Report for the financial year 2022-23 including Audited Financial Statements, Board's Report etc. and Notice of the 18th Annual General Meeting of the Company, inter-alia, indicating the process and manner of remote e-Voting is being sent by electronic mode, to all those Members whose e-mail IDs are registered with their respective Depository Participants.

Members who have not registered their email address and holding shares in physical mode are requested to register their e-mail IDs with Link Intime India Private Limited and Members holding shares in Demat mode are requested to register their e-mail IDs with the respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to Link Intime India Private Limited in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

Members may also note that the Notice of the 18th AGM and the Annual Report for the financial year 2022-23 of the Company are also available on the Company's website www.lakhotiapolym.in.

13. IEPF Disclosures

Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund Rules), 2016 ('the IEPF Rules'), during the year under review, no amount of Unclaimed dividend and corresponding equity shares were due to be transferred to IEPF account.

14. Voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.

Any Member holding shares in physical form and non individual Members, who acquires shares of the Company and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e., Monday, September 18, 2023, may obtain the login ID and password by sending a request at www.evotingindia.com. or Issuer/RTA. However, if you are already registered with CDSL for Remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evotingindia.com or call on toll free nos. 1800-200-5533. In case of Individual Member holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Monday, September 18, 2023 may follow steps mentioned in this Notice of the AGM under "Access to CDSL e-Voting system."

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.lakhotiapolym.in.

The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e., www.evotingindia.com.

AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and Circular No. 10/2022 dated December 28, 2022.

15. The Instructions for Members for remote e-Voting and joining General Meeting are as under:

- i. The remote e-Voting period begins on Friday, September 22, 2023 (9.00 a.m.) and ends on Sunday, September 24, 2023 (5.00 p.m.). The remote e-Voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Monday, September 18, 2023 may cast their vote electronically.

The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut off date, being Monday, September 18, 2023.

If a person was a Member as on the date of dispatch of the notice but has ceased to be a Member as on the cut-off date i.e. Monday, September 18, 2023, he/she shall not be entitled to vote. Such person should treat this Notice for information purpose only.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 Dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforementioned SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL / NSDL / Link in Time Pvt. Ltd., so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting Login. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and click on Login.

Lakhotia Polyesters (India) Limited

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@lakhotiapoly.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further the shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting

PROCESSES FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES/MOBILE NUMBER ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders - please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) +Update Email ID/Mobile Number to Company/RTA email id.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

17. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure.
- ii. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. Members are encouraged to join the Meeting through Laptops for better experience
- iv. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- v. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Lakhotia Polyesters (India) Limited

- vi. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, email id, mobile number at info@lakhotiapoly.in latest by Monday, September 18, 2023 (5:00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
18. Mr. Manoj Mimani, Partner R M Mimani & Associates LLP, Practicing Company Secretary (Membership No. ACS 17083 and Certificate of Practice No. 11601) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting at AGM, in a fair and transparent manner and he has communicated willingness to be appointed and shall be available for the same purpose.
19. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchange i.e., BSE Limited within two working days of conclusion of the AGM by the Company.
20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the BSE Listing Portal.
21. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 18th Annual General Meeting i.e., Monday, September 25, 2023.

**By Order of the Board of Directors
For Lakhotia Polyesters (India) Limited**

**Madhusudan Lakhotiya
(Managing Director)**

DIN: 00104576

Email id: info@lakhotiapoly.in

Place: Nashik

Dated: August 09, 2023

Registered Office:

158/159 Samarthta Sahkari Audyogik
Vasahat Ltd, Pimpal – Gaon (Baswant)
Tal Niphad Dist. Nashik – 422209

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”), THE FOLLOWING EXPLANATORY STATEMENTS SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER ITEM NUMBERS 3 AND 4 OF THE ACCOMPANYING NOTICE DATED AUGUST 09, 2023

Item No. 3

Mr. Madhusudhan Lakhotiya (DIN: 00104576) was appointed as Managing Director of the Company for a period of 5 years from April 01, 2019 to March 31, 2024, as per resolution passed by Members at the 14th Annual General Meeting of the Company held on September 29, 2019. His current term of appointment as the Managing Director of the Company will expire on March 31, 2024.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on August 09, 2023 has approved the re-appointment of Mr. Madhusudhan Lakhotiya as the Managing Director of the Company for a further period of three (3) years from April 01, 2024 to March 31, 2027, subject to the approval of the Members of the Company.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Madhusudhan Lakhotiya should be available to the Company for a further period of three (3) years.

The approval of the Members is being sought for the re-appointment of Mr. Madhusudhan Lakhotiya as the Managing Director, terms & conditions of re-appointment and the remuneration payable to him as details given below:

- **Period of Appointment:** For a period of three (03) years from April 01, 2024 to March 31, 2027.

- **Salary including allowances and Incentives (Excluding Perquisites):** Not exceeding Rs. 9,60,000 Lakhs per annum (Upper limit for his entire tenure of three years).
- **Perquisites and allowances :** In addition to the consolidated salary, Mr. Madhusudhan Lakhotiya shall also be entitled to the perquisites and allowances like conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, use of company car for official purposes, telephone at residence, contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the rules of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard).
- **No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.**
- **Minimum Remuneration:** Notwithstanding anything herein above stated, where in any financial year during the tenure of Mr. Madhusudhan Lakhotiya, the Company incurs a loss or its profits are inadequate, the Company subject to the approval of Central Government, if any, if so required, shall pay the same remuneration as stated above but subject to being within the overall limits on Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act.

Based on the recommendation of the Nomination & Remuneration Committee, the terms and conditions as approved by the Board of Directors at its Meeting held on August 09, 2023 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important positions as that of the Managing Director.

A copy of all the documents as stated in the notice of AGM is available for inspection by the Members at the Registered Office/ Corporate Office of the Company during the office hours on all working days other than on Saturdays and Sundays till last date for voting.

A brief profile of Mr. Madhusudhan Lakhotiya is given below:

Mr. Madhusudhan Lakhotiya (aged 42 years) and has a degree of Bachelor of Commerce (B.Com)

Mr. Madhusudhan Lakhotiya, who is well versed in understanding products as well as market and is equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality.

The Board of Directors recommends the Special Resolution as set out at item no.3 of Notice for approval by the Members of the Company.

Except Mr. Madhusudhan Lakhotiya and Ms. Jayshri Lakhotiya and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Item No. 4

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on August 09, 2023, has increased remuneration of Ms. Jayshri Lakhotiya (DIN: 05357609), an Executive Director of the Company with effect from August 09, 2023 for the balance term of current tenure subject to the approval of the Members.

Ms. Jayshri Lakhotiya has rich experience of more than 5 years in human resources and admin functions. Considering her vast experience and based on the recommendation of Nomination & Remuneration Committee and of the Board of Directors, following payment of remuneration to Ms. Jayshri Lakhotiya, Executive Director of the Company was proposed with effect from August 09, 2023

1. Salary Rs. 50,000/- per month.
2. Other allowances, benefits and perquisites admissible to the senior officers of the Company as per Rules of the Company, from time to time

In the event of absence or inadequacy of profits of the Company in any financial year during the period of appointment, the Company shall pay to the Executive Director, remuneration by way of salary, benefits, perquisites and allowances etc. and any performance linked bonus/commission, as specified above, subject to provisions of the Companies Act, 2013.

The entire remuneration package shall however be subject to the overall ceiling laid down under Sections 196 and 197 of the Act and conditions of Schedule V of the Act.

In view of the provisions of Section 196, 197 and Section 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors recommends ordinary resolution as set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Except Ms. Jayshri Lakhotiya and Mr. Madhusudhan Lakhotiya and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

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Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Mrs. Jayshri Lakhotiya	Mr. Madhusudhan Lakhotiya
DIN	05357609	00104576
Date of Birth	03-10-1982	04-09-1981
Age	41 years	42years
Designation/Category of Director Date of the first appointment on the Board	Executive Director July 24, 2012	Managing Director September 03,2015
Qualification	B.Com	B.Com
Brief Profile, Experience, and Expertise in specific functional areas	Day to day Management of a business organization	Day to day Management Process
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Wife of Madhusudhan Lakhotiya, Managing Director	Husband of Jayshri Lakhotiya Executive Director
Shareholding in the Company including shareholding as a beneficial owner	1,55,064	14,09,380
Terms and Conditions of appointment/ reappointment	As stated in resolution, above	As stated in resolution, above
Details of Remuneration sought to be paid	As stated in resolution, above	As stated in resolution, above
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	Not applicable